

REGISTRATION NO. 24098-A FILED

RECORDING REQUESTED BY  
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SEP 10 '02 4-12 PM

SURFACE TRANSPORTATION BOARD

Stanford G. Ladner, Esq.  
O'Melveny & Myers LLP  
153 East 53rd Street  
New York, New York 10022

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### SHORT FORM OF EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT

This Short Form of Equipment Mortgage and Pledge Agreement is made and dated as of the 10<sup>th</sup> day of September, 2002, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia (the "**Mortgagor**") and having an address at 600 Fifth Street, NW, Washington, DC 20001 and **WMATA 2002 TRUST WFBM A**, a Delaware statutory business trust (the "**Mortgagee**"), having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

**A.** The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth in that certain Equipment Mortgage and Pledge Agreement, of date even herewith (the "**Equipment Mortgage**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

**B.** The Mortgagor and Mortgagee desire to record this Short Form of Equipment Mortgage and Pledge Agreement in order to give constructive notice with the U.S. Surface Transportation Board of Mortgagee's security interest in the Equipment.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee agree as follows:

**1. Property Subject to Equipment Mortgage:** Mortgagor hereby grants a mortgage, security interest in and lien upon the following: (a) the Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**"); (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing; and (c) all property received upon the sale, exchange, collection of any and all of the foregoing.

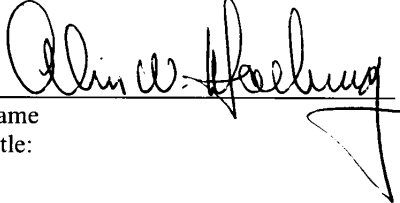
**2. Conflict With Equipment Mortgage:** In the event of any conflict between this Short Form of Equipment Mortgage and Pledge Agreement and the Equipment Mortgage, the terms, covenants and conditions of the Equipment Mortgage shall control.

3. **Counterparts:** This Short Form of Equipment Mortgage and Pledge Agreement may be executed in one or more counterparts, but there shall be only one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of the Short Form of Equipment Mortgage and Pledge Agreement.

**IN WITNESS WHEREOF**, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

**MORTGAGOR:**

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By:   
Name  
Title:

**MORTGAGEE:**

**WMATA 2002 TRUST WFBM A**

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name  
Title:

**IN WITNESS WHEREOF**, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

**MORTGAGOR:**


**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By: \_\_\_\_\_  
Name  
Title:

**MORTGAGEE:**

**WMATA 2002 TRUST WFBM A**

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee

By:  \_\_\_\_\_  
Name  
Title: **W. Chris Sponenberg**  
**Vice President**

## **EXHIBIT A**

Short Form Equipment Mortgage  
Pledge Agreement (WMATA-WFBM-A)  
NY1:870225

Exhibit A

Equipment Description	Running Number
Breda Series 3000 Railcar	3076
Breda Series 3000 Railcar	3077
Breda Series 3000 Railcar	3078
Breda Series 3000 Railcar	3079
Breda Series 3000 Railcar	3080
Breda Series 3000 Railcar	3081
Breda Series 3000 Railcar	3082
Breda Series 3000 Railcar	3083
Breda Series 3000 Railcar	3084
Breda Series 3000 Railcar	3085
Breda Series 3000 Railcar	3086
Breda Series 3000 Railcar	3087
Breda Series 3000 Railcar	3088
Breda Series 3000 Railcar	3089
Breda Series 3000 Railcar	3090
Breda Series 3000 Railcar	3091
Breda Series 3000 Railcar	3092
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Breda Series 3000 Railcar	3098
Breda Series 3000 Railcar	3099
Breda Series 3000 Railcar	3100
Breda Series 3000 Railcar	3101
Breda Series 3000 Railcar	3102
Breda Series 3000 Railcar	3103
Breda Series 3000 Railcar	3104
Breda Series 3000 Railcar	3105
Breda Series 3000 Railcar	3106
Breda Series 3000 Railcar	3107
Breda Series 3000 Railcar	3108
Breda Series 3000 Railcar	3109
Breda Series 3000 Railcar	3110
Breda Series 3000 Railcar	3111
Breda Series 3000 Railcar	3112
Breda Series 3000 Railcar	3113

Exhibit A

Equipment Description	Running Number
Breda Series 3000 Railcar	3250
Breda Series 3000 Railcar	3251
Breda Series 3000 Railcar	3252
Breda Series 3000 Railcar	3253

**ACKNOWLEDGMENT**  
**PURSUANT TO 49 C.F.R. § 1177.3**

I, Harold M. Bertlett, certify that I am Secretary; Chief of Staff of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on September \_\_, 2002.

Harold M. Bertlett

Name: Harold M. Bertlett

Title: Secretary; Chief of Staff



**ACKNOWLEDGMENT**  
**PURSUANT TO 49 C.F.R. § 1177.3**

I, **W. Chris Sponenberg**, **Vice President** certify that I am \_\_\_\_\_  
of Wilmington Trust Company, the Trustee of WMATA 2002 TRUST WFBM A, a Delaware  
statutory business trust, that the instrument was signed and sealed on behalf of the Trust by  
authority of its Trustee, and that I acknowledge that the execution of the foregoing instrument  
was the free act and deed of the Trust. I further declare under penalty of perjury that the  
foregoing is true and correct.

Executed on September \_\_\_\_, 2002.

  
Name: **W. Chris Sponenberg**  
Title: **Vice President**

**Certificate that Copy is Complete and Identical**

The undersigned hereby certifies that:

A. He/She has compared the attached copy of Short Form of Equipment Mortgage and Pledge Agreement to the original and has found the copy to be complete and identical in all respects to the original document.

B. He/she declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed at 11:45 as of September 10, 2002.

Martin Byer